

NORWOOD FINANCIAL CORP  
 Form 4  
 December 09, 2016

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**CARMODY JOHN F**

(Last) (First) (Middle)  
 717 MAIN STREET  
 (Street)

HONESDALE, PA 18431

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**NORWOOD FINANCIAL CORP  
 [NWFL]**

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**12/08/2016**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**EVP & Chief Credit Officer**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					5,579	I	ESOP
Common Stock	12/08/2016		M	63 A \$ 25.25	263	D	
Common Stock	12/08/2016		M	37 A \$ 25	300	D	
Common Stock	12/08/2016		S	100 D \$ 34	200	D	
Common Stock					800 <sup>(1)</sup>	I	Restricted Stock Award

Common Stock	750 <sup>(2)</sup>	I	Restricted Stock Award
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Options Right-to-Buy	\$ 25.25	12/08/2016		M	63	12/31/2011 12/31/2020	Common Stock	63	
Options Right-to-Buy	\$ 25	12/08/2016		M	37	12/31/2009 12/31/2018	Common Stock	37	

## Reporting Owners

<b>Reporting Owner Name / Address</b>  CARMODY JOHN F 717 MAIN STREET HONESDALE, PA 18431	<b>Relationships</b>  Director   10% Owner   Officer   Other  EVP & Chief Credit Officer
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## Signatures

/s/ John F. Carmody By: William S. Lance,  
Attorney-in-Fact

12/08/2016

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Award vests in five equal installments beginning on December 9, 2015 and annually thereafter during such periods of continued service as an Employee, Outside Director or Director Emeritus, as applicable.
- (2) Award vests in five equal installments beginning on December 8, 2016 and annually thereafter during such periods of continued service as an Employee, Outside Director or Director Emeritus, as applicable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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